

Instructions to Form SCC722.12-LLC - Guide for Articles of Entity Conversion

(Virginia Stock Corporation converting to a Virginia Limited Liability Company)

Filing Requirements	
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.	
Attach the articles of organization of the resulting limited liability company to the plan of entity conversion (see form LLC1011) for the minimum number of provisions required by Virginia law).	
Required Fees	Filing Fee: \$100.00
File Online Today	Paper Filing
Visit https://cis.scc.virginia.gov to file articles of entity conversion in real time.	Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219
	Include a check payable to State Corporation Commission. DO NOT SEND CASH

Specific Instructions

Article I Name

The entity must use one of these designations in its name:

- Limited Company
- Limited Liability Company
- LC
- L.C.
- LLC
- L.L.C.

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a name, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

Article III Plan of Entity Conversion

The plan of entity conversion must detail the manner and basis of converting the outstanding shares of the corporation's stock into membership interests in the resulting LLC, which **must preserve the ownership proportion and the relative rights, preferences, and limitations of each share**. This is often expressed as a ratio, dividing by 100% the number of issued and outstanding shares, to determine the membership interest each shareholder will receive when the corporation becomes a limited liability company (e.g., if 500 shares of common stock are issued and outstanding, the plan could provide that "Each outstanding share of common stock will be converted into a 0.2% membership interest in the resulting limited liability company."). However, if one person holds all the outstanding shares, you can state that the shares held by the sole shareholder will be converted into a 100% membership interest in the resulting limited liability company.

Article IV Approval

The plan of entity conversion must be (i) approved by the unanimous consent of the shareholders, (ii) adopted by the board of directors and approved by each voting group of shareholders entitled to vote on the plan by more than **two-thirds** of all the votes entitled to be cast by that voting group, unless the board of directors requires a greater vote or the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote on the plan, (iii) adopted by a majority of the initial board of directors if the corporation has not issued shares, or (iv) adopted by a majority of the incorporators if the corporation has not issued shares and there is no board of directors.

Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation's SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

Personal Identification Number (PIN)

File electronically using the entity-specific PIN. For information on resetting the PIN, visit <https://cis.scc.virginia.gov>

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- size 8 1/2" x 11"
- one-sided
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



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(Virginia Stock Corporation converting to a Virginia
Limited Liability Company)

State Corporation Commission

The Commission produced this guide to help you prepare the Virginia corporation's articles of entity conversion. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions).

NOTE: A marked-up version of this guide **will not** be accepted.

ARTICLES OF ENTITY CONVERSION OF
(*corporation's name*)

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

Article I The name of the Virginia corporation immediately before the filing of these articles of entity conversion is (name as set forth on the Commission's records). The corporation shall convert to a Virginia limited liability company and its name shall be (name of resulting limited liability company).

Article II The converting corporation was originally incorporated (or formed or organized) on (date) as a (business entity type) with the name (converting entity's original name). (For each subsequent change of entity type or jurisdiction of organization, formation, or incorporation made before the filing of these articles, set forth the effective date of the change and the converting entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon consummation of the change.)

Article III The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:

- A. The full text of the articles of organization of the resulting limited liability company as they will be in effect upon consummation of the conversion is attached hereto.
- B. *(Set forth the terms and conditions of the plan of entity conversion, including the manner and basis by which the outstanding shares of the corporation will be converted into interests of the resulting limited liability company.)*
- C. *(Set forth any additional provisions that are included in the plan of entity conversion.)*

Article IV (Use A, B, C, or D to set forth how the plan was adopted. See the Instructions for additional information.)

- A. The plan of entity conversion was approved by the unanimous consent of the shareholders on (date).
- B. The plan of entity conversion was adopted by the board of directors and submitted to the shareholders in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and on (date):
- (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of entity conversion were:
- | Designation | Number of outstanding shares | Number of votes |
|-------------|------------------------------|-----------------|
|-------------|------------------------------|-----------------|

(2) The total number of:

- (a) Votes cast for and against the plan by each voting group entitled to vote separately on the plan was:
- | Voting group | Total votes FOR | Total votes AGAINST |
|--------------|------------------------|----------------------------|
|--------------|------------------------|----------------------------|

OR	(b) Undisputed votes cast for the plan separately by each voting group was:
Voting group	Total undisputed votes FOR

- (3) And the number cast for the plan by each voting group was sufficient for approval by that voting group.
- C. The plan of entity conversion was duly approved by the board of directors on (date). Shareholder approval of the plan was not required as the corporation has not issued shares.
- D. The plan of entity conversion was duly adopted by a majority of the incorporators on (date). Shareholder approval and director adoption was not required as the corporation has not issued shares and has no directors.

Signature

(signature)

(date)

(tel. # (optional))

(printed name)

(title)

(email address (optional))

(corporation's SCC ID #)

(business tel. # (optional))

(business email address (optional))